

Notice of meeting and resolutions to be proposed

Notice is hereby given that the ninety-sixth Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held in the Royal Festival Hall, Belvedere Road, London SE1 8XX, United Kingdom, on Thursday 14 April 2005, commencing at 11.00 a.m., for the transaction of the following business.

The resolutions

Resolution 1

To re-elect Dr D C Allen as a director.
See biography on page 4.

Resolution 2

To re-elect The Lord Browne of Madingley as a director.
See biography on page 4.

Resolution 3

To re-elect Mr J H Bryan as a director.
See biography on pages 4-5.

Resolution 4

To re-elect Mr A Burgmans as a director.
See biography on page 5.

Resolution 5

To elect Mr I C Conn as a director.
See biography on page 5.

Resolution 6

To re-elect Mr E B Davis, Jr as a director.
See biography on pages 5-6.

Resolution 7

To elect Mr D J Flint as a director.
See biography on page 6.

Resolution 8

To re-elect Dr B E Grote as a director.
See biography on page 6.

Resolution 9

To re-elect Dr A B Hayward as a director.
See biography on pages 6-7.

Resolution 10

To re-elect Dr D S Julius as a director.
See biography on page 7.

Resolution 11

To elect Sir Tom McKillop as a director.
See biography on page 7.

Resolution 12

To re-elect Mr J A Manzoni as a director.
See biography on page 7.

Resolution 13

To re-elect Dr W E Massey as a director.
See biography on page 7.

Resolution 14

To re-elect Mr H M P Miles as a director.
See biography on page 8.

Resolution 15

To re-elect Sir Ian Prosser as a director.
See biography on page 8.

Resolution 16

To re-elect Mr M H Wilson as a director.
See biography on page 9.

Resolution 17

To re-elect Mr P D Sutherland as a director.
See biography on page 9.

Resolution 18 – Reappointment of auditors

To reappoint Ernst & Young LLP as auditors until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to set the auditors' remuneration for 2005.
See note on page 10.

Resolution 19 – Directors' authority to allot shares (Section 80)

To renew, for the period ending on the date of the Annual General Meeting in 2006 or 13 July 2006, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,770 million.
See note on page 10.

Resolution 20 – Directors' authority to allot shares (Section 89)

To renew, for the period ending on the date of the Annual General Meeting in 2006 or 13 July 2006, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; and (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$265 million.
See note on page 10.

Resolution 21 – Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- (a) the company does not purchase under this authority more than 2.1 billion ordinary shares;
- (b) the company does not pay less than \$0.25 for each share; and
- (c) the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority the company may purchase shares using any currency, including pounds sterling, US dollars, and euros.

This authority shall continue for the period ending on the date of the Annual General Meeting in 2006 or 13 July 2006, whichever is the earlier, provided that if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part) the company may complete such purchases.

See note on page 10.

Resolution 22 – Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 31 December 2004.

See note on page 10.

Resolution 23 – Renewal of the Executive Directors' Incentive Plan

To approve the renewal of the BP Executive Directors' Incentive Plan (the 'plan'), a copy of which is produced to the meeting initialled by the chairman for the purpose of identification, for a further five years and to authorize the directors to do all acts and things that they may consider necessary or expedient to carry the plan into effect.

See further information on pages 11-13.

Resolution 24 – Report and Accounts

To receive the report of the directors and the accounts for the year ended 31 December 2004.

See note on page 10.

Note

Resolutions 1 to 19 inclusive and 22 to 24 inclusive will be proposed as ordinary resolutions. Resolutions 20 and 21 will be proposed as special resolutions. Resolutions 19 to 21 inclusive and 23 are items of special business.

By order of the board

David J Jackson

Company Secretary
4 March 2005

Notes for ordinary and preference shareholders, ADS holders and employee share plan participants can be found on pages 14-15.